

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:

FIRSTENERGY SOLUTIONS CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 18-50757 (AMK)
(Jointly Administered)

Hon. Judge Alan M. Koschik

**EIGHTH MONTHLY FEE STATEMENT OF SITRICK AND COMPANY, INC. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS CORPORATE COMMUNICATIONS CONSULTANTS
TO THE DEBTORS FROM DECEMBER 1, 2018 THROUGH DECEMBER 31, 2018**

Name of Applicant:	Sitrick And Company, Inc.
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	May 9, 2018 <i>nunc pro tunc</i> to March 31, 2018 (the " <u>Petition Date</u> ")
Time Period Covered by the Statement:	December 1, 2018 - December 31, 2018
Total Fees Requested in the Statement:	\$39,816.00 (80% of \$49,770.00)
Total Expenses Requested in the Statement:	\$1,377.50
Total Fees and Expenses Sought:	\$41,193.50

This is an: X Monthly _____ Interim _____ Final Application

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: FE Aircraft Leasing Corp. (9245), Case No. 18-50759; FirstEnergy Generation, LLC (0561), Case No. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), Case No. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), Case No. 18-50760; FirstEnergy Nuclear Operating Company (1483), Case No. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), Case No. 18-50764. The Debtors' address is: 341 White Pond Dr., Akron, OH 44320.

Pursuant to Sections 105, 330, and 331 of Chapter 11 of Title 11 of the United States Code, (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Ohio (the “**Local Bankruptcy Rules**”), the *Order Authorizing Retention and Employment of Sitrick And Company, Inc. as Corporate Communications Consultant to the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 500] (the “**Retention Order**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated April 26, 2018 [Docket No. 427] (the “**Interim Compensation Order**”), the Guidelines for Compensation and Expense Reimbursement of Professionals (the “**Local Guidelines**”), and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**”), Sitrick And Company, Inc. (“**Sitrick**”), corporate communications consultants for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby files this monthly fee statement (the “**Monthly Fee Statement**”) for the period of December 1, 2018 through December 31, 2018 (the “**Fee Period**”). Specifically, Sitrick seeks payment in the amount of \$39,816.00 which is equal to 80% of \$49,770.00, the total amount of compensation sought for actual and necessary services rendered to the Debtors during the Fee Period, and (ii) reimbursement in the amount of \$1,377.50 for actual and necessary costs and expenses incurred by Sitrick in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule providing information regarding the Sitrick professionals for whose work in these Chapter 11 cases compensation is sought in this Monthly

Fee Statement for Fee Period. Sitrick professionals have billed a total of 107.60 hours in connection with these Chapter 11 cases during the Fee Period.

- **Exhibit B** consists of Sitrick's records of fees and expenses incurred in the Fee Period in the rendition of the professional services to the Debtors and their estates.
- **Exhibit C** consists of Sitrick's records of fees and expenses incurred in the Fee Period in the rendition of the professional services to the Debtors and their estates.

Representations

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Sitrick reserves the right to make further application to this Court for allowance of such fees and expenses incurred during this Fee Period not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, the Local Guidelines, the U.S. Trustee Guidelines and the Interim Compensation Order.

Notice

3. Notice of this Fee Statement has been provided in accordance with the Interim Compensation Order to: (a) the Debtors, FirstEnergy Solutions Corp., 341 White Pond Drive, Akron, OH, 44320 (Attn. Rick Giannantonio); (b) counsel for the Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, 44th Floor, New York, NY 10036-6745 (Attn. Lisa Beckerman) and 1333 New Hampshire Avenue, N.W., Washington, DC 20036 (Attn. Scott Alberino); (c) local counsel for the Debtors, Brouse McDowell LPA, 388 South Main Street, Suite 500, Akron, OH 44311 (Attn. Kate Bradley and Marc Merklin); (d) Office of the United States Trustee, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Avenue East, Suite 441, Cleveland, OH 44114 (Attn: Tiiara Patton); (e) Counsel to FirstEnergy Corp. and its non-Debtor

subsidiaries, Jones Day, 901 Lakeside Avenue, Cleveland, OH 44114 (Attn: Heather Lennox and Thomas Wearsch); (f) counsel to the Unsecured Creditors' Committee, Milbank, Tweed, Hadley & McCloy, 28 Liberty Street, New York, NY 10005 (Attn: Evan Fleck); and (g) the Fee Examiner, Direct Fee Review, LLC, 1000 North West Street, Suite 1200, Wilmington, DE 19801.

WHEREFORE, Sitrick seeks (i) interim allowance of \$49,770.00 for the total amount of fees and expenses incurred on behalf of the Debtors during the Fee Period, and (ii) payment in the amount of \$39,816.00 which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered to the Debtors during the Fee Period, and (iii) reimbursement in the amount of \$1,377.50 for actual and necessary costs and expenses incurred by Sitrick in connection with such services during the Fee Period.

Dated: January 25, 2019

Respectfully submitted,

QUARLES & BRADY LLP

/s/ Jason D. Curry

Jason D. Curry (AZ Bar No. 026511)
(*admitted pro hac vice*)
One Renaissance Square
Two North Central Avenue
Phoenix, Arizona 85004-2391
Telephone: 602-229-5200
Facsimile: 602-229-5690

Attorneys for Sitrick And Company, Inc.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:

FIRSTENERGY SOLUTIONS CORP., *et al.*¹

Debtors.

Chapter 11

Case No. 18-50757 (AMK)
(Jointly Administered)

Hon. Judge Alan M. Koschik

VERIFICATION OF BRENDA ADRIAN

1. I am Brenda Adrian, a member of Sitrick And Company, Inc. ("Sitrick"). Sitrick maintains an office at, among other places, 7 Times Square, Suite 2600, New York, New York 10036. I am one of the professionals from Sitrick working on the above-captioned Chapter 11 cases.

2. I have personally performed many of the services rendered by Sitrick as corporate communications consultants to the Debtors and am familiar with all other work performed on behalf of the Debtors by the professionals in the firm.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Ohio and the *Guidelines for Compensation and Expense Reimbursement for Professionals* and believe that the Monthly Fee Statement complies with such rules and guidelines.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: FE Aircraft Leasing Corp. (9245), Case No. 18-50759; FirstEnergy Generation, LLC (0561), Case No. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), Case No. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), Case No. 18-50760; FirstEnergy Nuclear Operating Company (1483), Case No. 18-50761; FirstEnergy Solutions Corp. (0186); and Norton Energy Storage L.L.C. (6928), Case No. 18-50764. The Debtors' address is: 341 White Pond Dr., Akron, OH 44320.
QB\55820354.1

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on January 25, 2019, in New York, New York.

Respectfully submitted,



Brenda Adrian
A Member of the Firm

EXHIBIT "A"

SITRICK AND COMPANY, INC.

Monthly Fee Statement Relating to Period (12/1/18 – 12/31/18)

Period Covered	Requested Fees	Requested Expenses	Amount of Fees Paid	Amount of Expenses Paid	Amount of Holdback Fees Requested
12/1/18 – 12/31/18	\$49,770.00	\$1,377.50	\$0.00	\$0.00	\$9,954.00

TOTALS FOR PERIOD (12/1/18 – 12/31/18)

Fees Requested: \$49,770.00
Fees Paid to Date: \$0.00
Expenses Requested: \$1,377.50
Expenses Paid: \$0.00
Fees Held Back: \$9,954.00
Expenses Held Back: \$0.00

SITRICK AND COMPANY

PROFESSIONAL SUMMARY

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Brenda Adrian	Member of the Firm	\$625.00	30.90	\$19,312.50
Thomas J. Becker	Member of the Firm	\$625.00	34.70	\$21,687.50
Angela D. Pruitt	Member of the Firm	\$395.00	2.90	\$1,145.50
Roko Chhetri	Associate	\$195.00	39.10	\$7,624.50

Blended Hourly Rate: \$462.55
Total Hours Billed: 107.60

GRAND TOTAL: \$49,770.00

EXHIBIT "B"

EXPENSE SUMMARY
(12/1/18 - 12/31/18)

<u>Expense Category</u>	<u>Service Provider (if applicable)</u>	<u>Expense</u>
Other	Quarles & Brady LLP	\$1,377.50
TOTAL EXPENSES:		\$1,377.50

EXHIBIT "C"

SITRICK AND COMPANY

MONTHLY FEE STATEMENT For the time period December 1, 2018 through December 31, 2018

PROFESSIONAL SERVICES

			<u>Hours</u>	<u>Amount</u>
12/3/2018	BA	Fielded media inquiry from Taryana Odayar of Power Finance & Risk regarding potential lawsuit over retail book sale. follow-up with D. Botter of Akin for dates of activities regarding same and respond back to reporter. (1.7).	1.70	
	TJB	Fielded and responded to media inquiries regarding status of KERP motion (2.4).	2.40	
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (2) Review and coordinate articles (.7) Send to entire group and maintain media clip list (.3).	3.00	
12/4/2018	BA	Worked with L. Beckerman of Akin and D. Griffing of FES re: KERP II Employee Update based on questions received to the employee question email box. (1.7) Discussion with D. Griffing of Union of concerned Scientists recent article that has prompted media attention. (.4).	2.10	
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (2) Review and coordinate articles (.6) Send to entire group and maintain media clip list (.3).	2.90	
12/5/2018	BA	Drafted memo from D. Moul to accompany Kerp I payment. (.8) Responded to Alexandra Zelaski, who was looking for slides and content for her Ohio State conference presentation (.4).	1.20	
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (1.2) Review and coordinate articles (.4) Send to entire group and maintain media clip list (.2).	1.80	
12/6/2018	BA	Continued working on KERP Employee Update FAQ.(2.3) Discussion re: Perry All-Hands meeting and questions that arose during Q&A session to be addressed in next Employee Restructuring Update with D. Griffing and L.Beckerman. (.3).	2.60	
	TJB	Fielded inquiry regarding information request (.1); related research (.2); conferred with team on same (.2).	0.50	
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (1.9) Review and coordinate articles (.3) Send to entire group and maintain media clip list (.2).	2.40	

12/7/2018	BA	Continued working on the Employee Restructuring Update KERP FAQ, revised answers as received. Accepted L. Beckerman comments. (2.9) Participated in External Affairs call with team. (.9).	3.80
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (1.2) Review and coordinate articles (.4) Send to entire group and maintain media clip list (.2).	1.80
12/10/2018	BA	Revision discussion with M. Imobersteg re: KERP I payment memo from D. Moul. (.6) Worked on final revisions and approval on KERP FAQ for employees. (1.7).	2.30
	TJB	Fielded and responded to media inquiries regarding status of retail sale (.8); conferred with D. Botter on same (.1); conferred with J. Ellis on communications needs regarding realignment and reviewed related materials (1).	1.90
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (1.7) Review and coordinate articles (.4) Send to entire group and maintain media clip list (.2).	2.30
12/11/2018	BA	Distribution of KERP FAQ Employee Update. Received several questions back from employees to the email question box. (.8) Participated telephonically in the Interim Fee Filing hearing to respond to any questions that may come up on the Sitrick Fee applications. (1.2) discussion with D. Griffing re: upcoming Fossil Plant activities including VERO and WARN notices. (.4).	2.40
	TJB	Drafted and revised FENOC realignment materials (5.2); calls with team on same (.4).	5.60
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (1.8) Review and coordinate articles (.4) Send to entire group and maintain media clip list (.2).	2.40
12/12/2018	BA	D. Moul "thank you" memo distributed to KERP 1 recipients (.3).	0.30
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (2) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.2).	2.70
12/13/2018	BA	Discussion re: FENOC Emergency Preparedness Media Mailing package normally handled by FE communications team with D. Griffing (.4).	0.40
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (2.5) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.2).	3.20
12/14/2018	BA	Participated in External Affairs call re: highlights of current activities and plans for first of 2019. (.6).	0.60

	TJB	Fielded inquiries from Law360 and Plain Dealer on timing of filing of plan of reorganization (.3); conferred with team on timing and additional upcoming key dates (.3); reviewed publicly filed materials on same (1).	1.60
	RC	Media search in Google, Factiva, Bloomberg, Politico Pro and other publications (2) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.3).	2.80
12/17/2018	BA	Participated in conference call discussion re: upcoming events and communication plan needed surrounding activities: RSA with B. Joyce, D. Griffing and D. Jurgens, Retails Sale cancellation. (.8) Developed communications plan and documents needed per discussion. (.4).	1.20
	TJB	Fielded and responded to media inquiry (3.4); conferred with team on potential upcoming announcements and needs (1); began work on communications planning (.8).	5.20
	RC	Media search in Google, Factiva, Politico Pro (1.7) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.3).	2.50
12/18/2018	RC	Media search in Google, Factiva, Politico Pro (2.0) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.3).	2.80
12/19/2018	BA	Began working on drafts for announcing the RSA. Worked on release and employee letter. Worked with B. Farley to ensure we had covered the sale cancellation appropriately and customers and vendors would be comfortable with status quo. Revisions made as received from advisors. (4.9).	4.90
	TJB	Drafted press release and employee memo for potential announcement, including review of materials and conferring with legal team on same (4.5).	4.50
	RC	Media search in Google, Factiva, Politico Pro (2.2) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.2).	2.90
	ADP	Reviewed and edited PSA release (.9).	0.90
12/20/2018	BA	Continued to revised RSA press release and employee letter as negotiations continued. Worked on drafted Talking Points for Customer Service to use once Retail Sale is canceled. (3.9) Update discussion to B. Joyce as activities change throughout the day. (.6).	4.50
	TJB	Revised release and employee memo (1.3); fielded and responded to media inquiries (1.8).	3.10
	RC	Media search in Google, Factiva, Politico Pro (2.3) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.3).	3.10
12/20/2018	ADP	Drafted external talking points to convey salient features of proposed Restructuring Support Agreement (1) review and edited press release and employee memo that addressed and conveyed salient details of Restructuring Support Agreement (1)	2.00

12/21/2018	BA	Draft a short holiday update from D. Moul to employees to give them a current status. RSA on hold until after New Year. Revised, approved and distributed. (2.9).	2.90
	TJB	Conferred with team on update for potential announcement and required changes (.6); revised materials (1.3).	1.90
	RC	Media search in Google, Factiva, Politico Pro (1.7) Review and coordinate articles (.5) Send to entire group and maintain media clip list (.3).	2.50
12/27/2018	TJB	Fielded and responded to various media inquiries regarding status of plan on negotiations and expected timing of filing as well as status of retail sale and adversary proceeding (4.2).	4.20
12/28/2018	TJB	Follow up with media to resolve outstanding questions (1.3); conferred with team on timing of various restructuring announcements and related communications plans (.2).	1.50
12/31/2018	TJB	Fielded and responded to media inquiries regarding most recent monthly operating report (2.3).	2.30
TOTAL TIME CHARGES			107.60
			\$49,770.00
<hr/>			
EXPENSES			
12/31/2018	Quarles & Brady Invoice # 6099748 December 2018	1	1,377.50
		\$1,377.50	
<hr/>			
SUBTOTAL:			[1,377.50]
<hr/>			
TOTAL ADDITIONAL CHARGES			\$1,377.50
<hr/>			